

Prepared by:
D. Max Perry, Esq.

882191

Recorded at the Request of and
after Recordation Return to:

14
Associated Financial Corporation
881 Alma Real Drive, Suite 205
Pacific Palisades, CA 90272

STATE OF INDIANA
LAKE COUNTY
FILES FOR RECORD
OCT 24 1 25 PM '85
RUDOLPH CLAY
RECORDER

(Space above this line for Recorder's use only.)

FIFTH AMENDMENT TO RESTATED CERTIFICATE AND
AGREEMENT OF LIMITED PARTNERSHIP OF
CONCORD II HOUSING LIMITED PARTNERSHIP
an Indiana limited partnership

THIS FIFTH AMENDMENT TO RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP OF CONCORD II HOUSING LIMITED PARTNERSHIP, an Indiana limited partnership, is made and entered into effective as of September 1, 1986 by and between Wilshire Investments Corporation, a California corporation ("Wilshire"), Managing General Partner, Louis A. Cicalese, an individual ("Cicalese"), Co-General Partner, Western Housing Associates, Ltd., a California limited partnership ("Western"); Century Pacific Housing Corporation, a California Corporation ("CPHC"), CP Investment Fund I, Ltd., a District of Columbia limited partnership ("CP Fund I"); CP Investment Fund II, Ltd., a District of Columbia limited partnership ("CP Fund II"); CP Investment Fund III, Ltd., a District of Columbia limited partnership ("CP Fund III"); CP Investment Fund IV, Ltd., a District of Columbia limited partnership ("CP Fund IV"); CP Investment Fund 83-I, Ltd., a District of Columbia limited partnership ("CP 83-I"); CP Investment Fund 83-II, Ltd., a District of Columbia limited partnership ("CP 83-II"); CP Investment Fund 83-III, Ltd., a District of Columbia limited partnership ("CP 83-III"); CP Investment Fund 83-IV, Ltd., a District of Columbia limited partnership ("CP 83-IV"); CP Investment Fund 83-V, Ltd., a District of Columbia limited partnership ("CP 83-V"); CP Investment Fund 84-I, Ltd., a District of Columbia limited partnership ("CP 84-I"); CP Investment Fund 84-II, Ltd., a District of Columbia limited partnership ("CP 84-II"); CP Investment Fund 84-III, Ltd., a District of Columbia limited partnership ("CP Fund 84-III"); CP Investment Fund 84-IV, Ltd., a District of Columbia limited partnership ("CP 84-IV"); CP Investment Fund 84-V, Ltd., a District of Columbia limited partnership ("CP 84-V"); CP Investment Fund 84-VI, Ltd., a District of Columbia limited partnership ("CP 84-VI"); CP Investment Fund 85-I, Ltd., a District of Columbia limited partnership ("CP 85-I"); CP Investment Fund 85-II, Ltd., a District of Columbia limited partnership ("CP 85-II"); CP Investment Fund 85-III, Ltd., a District of Columbia limited partnership ("CP 85-III"); CP Investment Fund 85-IV, Ltd., a District of Columbia limited

partnership ("CP 85-IV"); CP Investment Fund 85-V, Ltd., a District of Columbia limited partnership ("CP 85-V"); CP Investment Fund 85-VI, Ltd., a District of Columbia limited partnership ("CP 85-VI"); CP Investment Fund 85-VII, Ltd., a District of Columbia limited partnership ("CP 85-VII"); CP Investment Fund 86-I, Ltd., a District of Columbia limited partnership ("CP 86-I"); CP Investment Fund 86-II, Ltd., a District of Columbia limited partnership ("CP 86-II"); CP Investment Fund 86-III, Ltd., a District of Columbia limited partnership ("CP 86-III"); AFC Capital Fund, a California limited partnership ("AFC Fund"); AFC Capital Fund-II, a California limited partnership ("AFC Fund II"); AFC Capital Fund-III, a California limited partnership ("AFC Fund-III"); AFC Capital Fund-V, a California limited partnership ("AFC Fund-V"); AFC Capital Fund-VII, a California limited partnership ("AFC Fund-VII"); AFC Capital Fund-XV, a California limited partnership ("AFC Fund-XV"); and Concord Housing Fund, Ltd., a California limited partnership ("CHF"), as Limited Partners, with respect to the following:

WITNESSETH:

WHEREAS, Wilshire and Cicalese, as General Partners, and Western, as limited partner formed a Limited Partnership under the Laws of the State of Indiana as of August 1, 1984 and filed for record its Certificate and Agreement of Limited Partnership (the "Agreement") in Lake County, Indiana as document number 772204, which limited partnership is hereinafter referred to as the "Partnership";

WHEREAS, by the First Amendment to the Agreement, the parties acknowledged the admission of CP 84-V and CP 85-I as Limited Partners to the Partnership effective December 1, 1984 and April 1, 1985, respectively; (Doc. #810700)

WHEREAS, by the Second Amendment to the Agreement, the parties provided for the admission of CP 85-IV to the Partnership as a Limited Partner, effective September 1, 1985; the admission of CHF as a limited partner to the Partnership and CPHC as an additional General Partner effective October 1, 1985, and restated the Agreement in its entirety; (Doc. #848848)

WHEREAS, by the First Amendment to the Restated Certificate and Agreement ("*First Amendment*"), the parties admitted CP 85-V, CP 85-VI, AFC Fund-II and AFC Fund-V as additional Limited Partners, effective November 1, 1985; (Doc. #848847)

WHEREAS, by the Second Amendment to the Restated Certificate and Agreement ("*Second Amendment*"), the parties acknowledged the admission of AFC Fund-VII, CP 84-IV and CP 85-VII to the Partnership, effective December 16, 1985; (Doc. #848846)

WHEREAS, by the Third Amendment to the Restated Certificate and Agreement the parties confirmed the parties' capital contributions

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

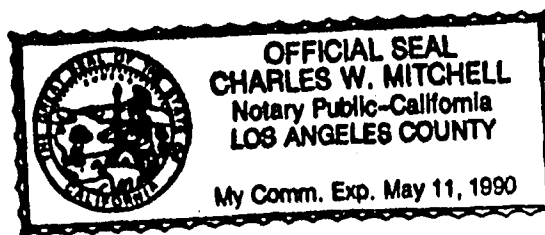
On September 26, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Richard Tell, known to me to be the Executive Vice President, and Suzanne Magnuson, known to me to be the Secretary, of Wilshire Investments Corporation, a California corporation, the corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of such corporation therein named, who swore to the contents thereof and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

Charles W. Mitchell
Notary Public in and for said
County and State

My Commission Expires:

May 11, 1990

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

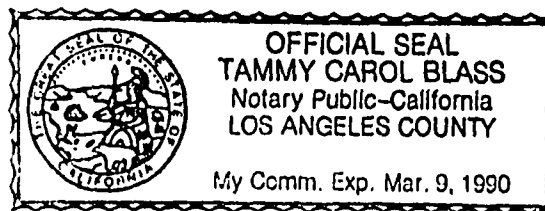


On Sept 25, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Louis A. Cicalese, known to me to be the person whose name is subscribed to the within instrument, who swore to the contents thereof and acknowledged to me that he subscribed his name thereto.

Tammy Carol Blass
Notary Public in and for said
County and State

My Commission Expires:

March 9, 1990



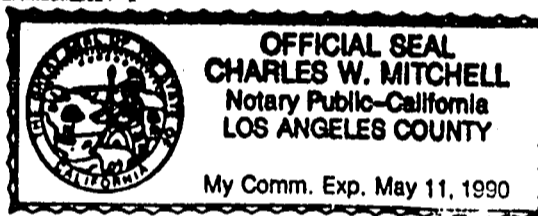
STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On September 26, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Richard Tell, known to me to be the Vice President, and Suzanne Magnuson, known to me to be the Secretary, of Jasper Corporation of Delaware, a Delaware corporation, the persons who executed the within instrument, known to me to be the persons who executed the within instrument on behalf of such corporation, said corporation being known to me to be the General Partner of Western Housing Associates, Ltd., a California limited partnership, the partnership that executed the within instrument, who swore to the contents thereof and acknowledged to me that such corporation executed the same as such partner and that such partnership executed the same.

Charles W. Mitchell
Notary Public in and for said
County and State

My Commission Expires:

May 11, 1990



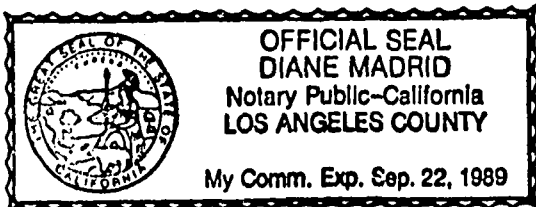
STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On Sept. 30, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Irwin J. Deutch, known to me to be a President of Century Pacific Housing Corporation, a California corporation and General Partner of CP Investment Fund I, Ltd., a District of Columbia limited partnership, CP Investment Fund II, Ltd., a District of Columbia limited partnership, CP Investment Fund III, Ltd., a District of Columbia limited partnership, CP Investment Fund IV, Ltd., a District of Columbia limited partnership, CP Investment Fund 83-I, Ltd., a District of Columbia limited partnership, CP Investment Fund 83-II, Ltd., a District of Columbia limited partnership, CP Investment Fund 83-III, Ltd., a District of Columbia limited partnership, CP Investment Fund 83-IV, Ltd., a District of Columbia limited partnership, CP Investment Fund 83-V, Ltd., a District of Columbia limited partnership, CP Investment Fund 84-I, Ltd., a District of Columbia limited partnership, CP Investment Fund 84-II, Ltd., a District of Columbia limited partnership, CP Investment Fund 84-III, Ltd., a District of Columbia limited partnership, CP Investment Fund 84-IV, Ltd., a District of Columbia limited partnership, CP Investment Fund 84-V, Ltd., a District of Columbia limited partnership, CP Investment Fund 84-VI, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-I, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-II, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-III, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-IV, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-V, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-VI, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-VII, Ltd., a District of Columbia limited partnership, CP Investment Fund 86-I, Ltd., a District of Columbia limited partnership, CP Investment Fund 86-II, Ltd., a District of Columbia limited partnership, CP Investment Fund 86-III, Ltd., a District of Columbia limited partnership and ~~Concord Housing Fund, Ltd., a California limited partnership, the partnerships that executed the~~ within instrument, who swore to the contents thereof and acknowledged to me that he executed the same on behalf of said limited partnership and in the capacity therein stated.

Diane Madrid
Notary Public in and for said
County and State

My Commission Expires:

9/22/89



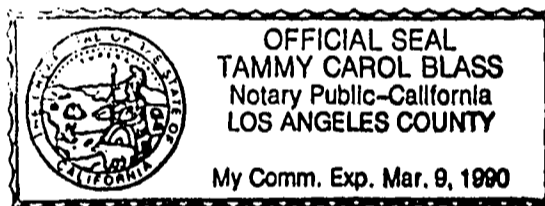
STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On Oct. 10, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Lawrence F. Penn, known to me to be the Vice President, and Suzanne Magnuson, known to me to be the Secretary, of AFC Capital Corporation, a Delaware corporation, the persons who executed the within instrument, known to me to be the persons who executed the within instrument on behalf of such corporation, said corporation being known to me to be the General Partner of AFC Capital Fund, a California limited partnership, AFC Capital Fund-II, a California limited partnership, AFC Capital Fund-III, a California limited partnership, AFC Capital Fund-V, a California limited partnership, AFC Capital Fund-VII, a California limited partnership, and AFC Capital Fund-XV, a California limited partnership, the partnerships that executed the within instrument, who swore to the contents thereof and acknowledged to me that such corporation executed the same as such partner and that such partnership executed the same.

Tammy Carol Blass
Notary Public in and for said
County and State

My Commission Expires:

March 9, 1990



and percentage interests in Partnership Profits, Losses and Distributions for the year 1985; and acknowledged that CPHC, CHF, CP 84-IV, CP 85-VI, CP 85-VII and AFC Fund-II would not be allocated any item of Profit, Losses or Distributions for the year 1985 for not having made a capital contribution to the Partnership; (Doc. #855986)

WHEREAS, by the Fourth Amendment to the Restated Certificate and Agreement, the parties admitted CP Fund I, CP Fund II, CP Fund III, CP Fund IV, CP 83-I, CP 83-II, CP 83-III, CP 83-IV, CP 83-V, CP 84-I, CP 84-II, CP 84-III, CP 84-VI, CP 85-II, CP 85-III, CP 86-I, CP 86-II, CP 86-III, AFC Fund and AFC Fund-III, as Limited Partners to the Partnership, effective June 17, 1986; (Doc. #865331);

WHEREAS, by this Amendment to the Restated Certificate and Agreement ("*Fifth Amendment*") the parties wish to admit AFC Fund-XV to the Partnership as a Limited Partner, effective September 1, 1986.

NOW, THEREFORE, in consideration of the mutual premises and undertakings herein contained and of other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. The parties acknowledge the admission of AFC Fund-XV to the Partnership as a Limited Partner, effective September 1, 1986, making an initial capital contribution in the amount of \$100.00.

2. The newly admitted Limited Partner shall share collectively with all the Limited Partners the Limited Partners' share of the Partnership's Profits, Losses and Distributions, subject to future allocation among them.

3. Except as hereby amended, the Partnership shall continue on the same terms and conditions as set forth in the Restated Agreement.

4. This amendment may be executed in counterparts, all of which constitutes but one original.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of the day and year first above written.

GENERAL PARTNERS:

881 Alma Real Drive, Suite 205
Pacific Palisades, CA 90272

WILSHIRE INVESTMENTS CORPO-
RATION, a California corpora-
tion, Managing General Partner

Attest:

Suzanne Magnuson
Suzanne Magnuson
Secretary

By: Richard Tell
Richard Tell
Executive Vice President

881 Alma Real Drive, Suite 205
Pacific Palisades, CA 90272

LOUIS A. CICALEASE, an individual

Witness:

Suzanne Magnuson

Louis A. Cicalese
Louis A. Cicalese

10900 Wilshire Blvd, Suite 510
Los Angeles, California 90024

CENTURY PACIFIC HOUSING
CORPORATION, a California
corporation

Witness:

By: Irwin J. Deutch
Irwin J. Deutch
President

IN WITNESS WHEREOF, the undersigned have executed this instrument as of the day and year first above written.

GENERAL PARTNERS:

881 Alma Real Drive, Suite 205
Pacific Palisades, CA 90272

WILSHIRE INVESTMENTS CORPO-
RATION, a California corpora-
tion, Managing General Partner

Attest:

Suzanne Magnuson
Secretary

By: _____
Richard Tell
Executive Vice President

881 Alma Real Drive, Suite 205
Pacific Palisades, CA 90272

LOUIS A. CICALESE, an individual

Witness:

Louis A. Cicalese

10900 Wilshire Blvd, Suite 510
Los Angeles, California 90024

CENTURY PACIFIC HOUSING
CORPORATION, a California
corporation

Witness:

Louise Beaman

By: _____
Irwin J. Deutch
President

881 Alma Real Drive, Suite 205
Pacific Palisades, CA 90272


LIMITED PARTNERS:

WESTERN HOUSING ASSOCIATES,
LTD., a California limited partner-
ship, Limited Partner

By: Jasper Corporation of Dela-
ware, a Delaware corporation,
a General Partner

Attest:


Suzanne Magnuson
Secretary

By: 
Richard Tell
Vice President

CP INVESTMENT FUND I, LTD., a
District of Columbia limited
partnership

CP INVESTMENT FUND II, LTD., a
District of Columbia limited
partnership

CP INVESTMENT FUND III, LTD.,
a District of Columbia limited
partnership

CP INVESTMENT FUND IV, LTD., a
District of Columbia limited
partnership

CP INVESTMENT FUND 83-I,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 83-II,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 83-III,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 83-IV,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 83-V,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 84-I,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 84-II,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 84-III,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 84-IV,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 84-V,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 84-VI,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 85-I,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 85-II,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 85-III,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 85-IV,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 85-V,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 85-VI,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 85-VII,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 86-I, LTD.,
a District of Columbia limited
partnership

CP INVESTMENT FUND 86-II,
LTD., a District of Columbia limited
partnership

10900 Wilshire Boulevard, #510
Los Angeles, California 90024

CP INVESTMENT FUND 86-III,
LTD., a District of Columbia limited
partnership

Witness:

Louise Beaman

By:



Irwin J. Deutch
General Partner of the above-
referenced CP Investment
Funds

AFC CAPITAL FUND, a California
limited partnership

AFC CAPITAL FUND-II, a Cali-
fornia limited partnership

AFC CAPITAL FUND-III, a Cali-
fornia limited partnership

AFC CAPITAL FUND-V, a Cali-
fornia limited partnership

AFC CAPITAL FUND-VII, a Cali-
fornia limited partnership

881 Alma Real Drive, Suite 205
Pacific Palisades, CA 90272

AFC CAPITAL FUND-XV, a Cali-
fornia limited partnership

By: AFC Capital Corporation, a
Delaware corporation, general
partner of the above-
referenced AFC Capital Funds

Witness:

Suzanne Maguen

By:

Lawrence F. Penn
Vice President

10900 Wilshire Boulevard, #510
Los Angeles, California 90024

CONCORD HOUSING FUND, LTD.,
a California limited partnership

Witness:

By:

Irwin J. Deutch
General Partner

AFC CAPITAL FUND-II, a California limited partnership

AFC CAPITAL FUND-III, a California limited partnership

AFC CAPITAL FUND-V, a California limited partnership

AFC CAPITAL FUND-VII, a California limited partnership

881 Alma Real Drive, Suite 205
Pacific Palisades, CA 90272

AFC CAPITAL FUND-XV, a California limited partnership

By: AFC Capital Corporation, a Delaware corporation, general partner of the above-referenced AFC Capital Funds

Witness:

By:

Lawrence F. Penn
Vice President

10900 Wilshire Boulevard, #510
Los Angeles, California 90024

CONCORD HOUSING FUND, LTD.,
a California limited partnership

Witness:

Louise Beaman

By:

Irwin J. Deutch
Irwin J. Deutch
General Partner